

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known) \_\_\_\_\_

Chapter you are filing under:

☐ Chapter 7☒ Chapter 11☐ Chapter 12☐ Chapter 13☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Elm Uptown Acquisition, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-4995578

4. Debtor's address **Principal place of business**

**4325 Dean Martin Drive  
Unit 340  
Las Vegas, NV 89103**

Number, Street, City, State & ZIP Code

**Clark**

County

**Mailing address, if different from principal place of business**

P.O. Box, Number, Street, City, State & ZIP Code

**Location of principal assets, if different from principal place of business**

**Dallas, TX**

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) \_\_\_\_\_

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership

☐ Other. Specify: \_\_\_\_\_

Debtor **Elm Uptown Acquisition, LLC**  
Name

Case number (if known)

**7. Describe debtor's business** A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53AB))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

## B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80a-3)

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.naics.com/search/>.

**8. Under which chapter of the Bankruptcy Code is the Debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply.

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operation, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship to you	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Elm Uptown Acquisition, LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes.

Insurance agency

Contact name

Phone

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Elm Uptown Acquisition, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signature****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 4, 2016**  
MM / DD / YYYY**X /s/ Scott C. Morgan**

Signature of authorized representative of debtor

**Scott C. Morgan**

Printed name

Title **Member****18. Signature of attorney****X /s/ Samuel A. Schwartz. Esq.**

Signature of attorney for debtor

Date **January 4, 2016**

MM / DD / YYYY

**Samuel A. Schwartz. Esq.**

Printed name

**Schwartz Flansburg PLLC**

Firm name

**6623 Las Vegas Blvd. South, Suite 300  
Las Vegas, NV 89119**

Number, Street, City, State &amp; ZIP Code

Contact phone **(702) 385-5544**Email address **sam@nvfirm.com****10985**

Bar number and State

**Fill in this information to identify the case:**Debtor name Elm Uptown Acquisition, LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADA

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 4, 2016**X /s/ Scott C. Morgan**

Signature of individual signing on behalf of debtor

**Scott C. Morgan**

Printed name

**Member**

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name **Elm Uptown Acquisition, LLC**  
 United States Bankruptcy Court for the: **DISTRICT OF NEVADA**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204**
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
200 PH Holdings, LLC One N LaSalle Street #2350 Chicago, IL 60602		Promissory Note				\$725,000.00
Building & Construction Advisors, LLC 97 Purdy Avenue Port Chester, NY 10573		Professional Services				\$60,762.00
Cohn Reznick 525 N. Tryon Street, #1000 Charlotte, NC 28202		Consulting Services				\$6,664.00
Development & Design Integration 801 Petit Chalet Court Las Vegas, NV 89145		Professional Services				\$45,000.00
Jeffer Mangels Butler & Mitchell LLP 1900 Avenue of the Stars 7th Floor Los Angeles, CA 90067		Legal Services				\$150,000.00
Mayer Brown LLP 230 South LaSalle Street Chicago, IL 60604		Legal Services				\$267,500.00
Performance Economics 32 Ossipee Road Somerville, MA 02144		Professional Services				\$10,000.00

**United States Bankruptcy Court  
District of Nevada**

In re **Elm Uptown Acquisition, LLC**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 4, 2016**

**/s/ Scott C. Morgan**

**Scott C. Morgan/Member**

Signer/Title

Elm Uptown Acquisition, LLC  
4325 Dean Martin Drive  
Unit 340  
Las Vegas, NV 89103

Samuel A. Schwartz. Esq.  
Schwartz Flansburg PLLC  
6623 Las Vegas Blvd. South, Suite 300  
Las Vegas, NV 89119

Clark County Assessor  
c/o Bankruptcy Clerk  
500 S Grand Central Pkwy  
Box 551401  
Las Vegas, NV 89155-1401

Dept of Employment, Training and Rehab  
Employment Security Division  
500 East Third Street  
Carson City, NV 89713

United States Trustee  
300 Las Vegas Blvd. South #4300  
Las Vegas, NV 89101

Internal Revenue Service  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Clark County Treasurer  
c/o Bankruptcy Clerk  
500 S Grand Central Parkway  
PO Box 551220  
Las Vegas, NV 89155-1220

Nevada Department of Taxation  
P.O. Box 52609  
Phoenix, AZ 85072-2609

State of Nevada Dept. of Motor Vehicles  
Attn: Legal Division  
555 Wright Way  
Carson City, NV 89711

200 PH Holdings, LLC  
One N LaSalle Street #2350  
Chicago, IL 60602

200 PH Holdings, LLC  
250 Pilot Road, #160  
Las Vegas, NV 89119

Building & Construction Advisors, LLC  
97 Purdy Avenue  
Port Chester, NY 10573



Christopher L. Chauvin  
Matthew M. Mitzner  
Thompson & Knight, LLP  
1722 Routh Street, Suite 1500  
Dallas, TX 75201

Cohn Reznick  
525 N. Tryon Street, #1000  
Charlotte, NC 28202

Development & Design Integration  
801 Petit Chalet Court  
Las Vegas, NV 89145

Jeffer Mangels Butler & Mitchell LLP  
1900 Avenue of the Stars  
7th Floor  
Los Angeles, CA 90067

Mayer Brown LLP  
230 South LaSalle Street  
Chicago, IL 60604

Olympic 1401 Elm Associates, LLC  
c/o Olympic Property Management, LLC  
Attn: Seth G. Weinstein  
600 Madison Avenue, 20th Floor  
New York, NY 10023

Performance Economics  
32 Ossipee Road  
Somerville, MA 02144

Shadow Tower Holdings-T, LLC  
c/o Richard D. Anigan  
Haynes and Boone LLP  
2323 Victory Avenue, Suite 700  
Dallas, TX 75219

**United States Bankruptcy Court  
District of Nevada**

In re **Elm Uptown Acquisition, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Elm Uptown Acquisition, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

**January 4, 2016**  
Date

**/s/ Samuel A. Schwartz. Esq.**  
**Samuel A. Schwartz. Esq. 10985**  
Signature of Attorney or Litigant  
Counsel for **Elm Uptown Acquisition, LLC**  
**Schwartz Flansburg PLLC**  
**6623 Las Vegas Blvd. South, Suite 300**  
**Las Vegas, NV 89119**  
**(702) 385-5544 Fax:(702) 385-2741**  
**sam@nvfirm.com**